

**IN THE TENNESSEE PUBLIC UTILITY COMMISSION
AT NASHVILLE, TENNESSEE**

**JOINT APPLICATION OF LIMESTONE)
WATER UTILITY OPERATING COMPANY,)
LLC, AND THE CITY OF GRAND)
JUNCTION, FOR APPROVAL OF THE)
ACQUISITION OF AND TO OPERATE THE)
SAULSBURY DISTRIBUTION WATER)
SYSTEM, AND TO TRANSFER OR ISSUE A)
CERTIFICATE OF PUBLIC)
CONVENIENCE AND NECESSITY)**

DOCKET NO. 26-00036

**CONSUMER ADVOCATE’S RESPONSES TO
LIMESTONE’S FIRST SET OF DISCOVERY REQUESTS**

The Consumer Advocate Division of the Office of the Tennessee Attorney General (“Consumer Advocate” or “CA”), pursuant to Rules 26, 33, and 34 of the Tennessee Rules of Civil Procedure, Tennessee Public Utility Commission (“TPUC” or the “Commission”) Rule 1220-01-02-.11, and the Agreed Procedural Schedule entered by the Hearing Officer in this Docket, hereby submits its responses to the *Limestone Water Utility Operating Company, LLC’s Discovery Requests to the Consumer Advocate Division* (“Limestone” or the “Company”) filed on September 17, 2026.

General Objections

All of the General Objections made herein are applicable to and are hereby incorporated into each and every response herein, and each response herein is made subject to and without waiver of these General Objections.

- A. The Consumer Advocate objects to each of the Company’s requests on the grounds that each is overly broad, unduly burdensome, and oppressive.
- B. The Consumer Advocate objects to the Company’s discovery requests to the extent that they purport to impose the obligations upon the Consumer Advocate beyond those contemplated by the Tennessee Rules of Civil Procedure, TPUC Rules, and

Tennessee law.

- C. The Consumer Advocate objects to each of the Company's requests to the extent that each purports to call for information and/or documents prepared in anticipation of litigation, and/or information and/or documents protected by the attorney-client privilege, the work product doctrine, the common-interest doctrine, or any other applicable protection or privilege.
- D. The Consumer Advocate objects to each of the Company's requests to the extent that they are not applicable in the context of a proceeding before the TPUC, cite an incorrect legal conclusion, or mischaracterize or improperly summarize statements made by the Consumer Advocate's expert witnesses in their pre-filed direct testimonies.
- E. By providing the objections contained herein, the Consumer Advocate does not waive or intend to waive, but rather, intends to preserve, all objections with regard to competence, relevance, materiality, and admissibility of the discovery information or documents in any subsequent proceeding on the related subject matter. Moreover, the Consumer Advocate intends by this set of responses to preserve all objections to vagueness, ambiguity, and undue burden in connection with requests to produce documents, including those that are not in the Consumer Advocate's possession, custody, or control.
- F. The responses made herein are made to the best of Consumer Advocate's present knowledge after a reasonably diligent search for responsive information. The Consumer Advocate will supplement its responses in line with the requirements of the Tennessee Rules of Civil Procedure as well as TPUC Rules and expressly reserves its right to supplement or amend its answers, if and as appropriate, including with respect to objections that may arise at a later time than this filing.

Without waiving these General Objections as they apply to each individual request, the Consumer Advocate presents the following responses:

CONSUMER ADVOCATE'S RESPONSES

- 1-01.** Provide a complete list of all utility acquisition and/or sale cases (identified by docket number, state, and filing date) in which Mr. Kaml has filed or provided oral testimony in the states of North Dakota, Kansas, and Minnesota.

RESPONSE:

To the extent the Consumer Advocate is being asked to search the public records in the states of North Dakota, Kansas, and Minnesota, the Consumer Advocate objects. The request is burdensome and can be accomplished by Limestone. Notwithstanding the objection, Mr. Kaml has not tracked nor does he possess a document that memorializes any instances in which he has provided pre-filed testimony or testified regarding utility acquisitions in North Dakota, Kansas, and Minnesota. Mr. Kaml believes he may have testified in proceedings that included acquisitions in Minnesota and Kansas but does not recall specific docket numbers or other identifying information.

1-02. Provide copies of all articles, papers or similar documents Mr. Kaml has published or submitted for publication (individually or in concert with others) regarding the purchase or sale of utility systems.

RESPONSE:

To the extent the Consumer Advocate is being asked to search public records or publications in the public domain, the Consumer Advocate objects. The request is burdensome and can be accomplished by Limestone. The request is vague to the extent it demands, in addition to articles, a production of “papers, or similar documents” the meaning of which is not defined. Notwithstanding the objection, Mr. Kaml has not tracked, nor does he possess a document that memorializes instances in which he has drafted or published articles, “papers, or similar” documents regarding the sale of utility systems. Mr. Kaml does not recall drafting or publishing articles, “papers, or similar documents” regarding the sale of utility systems.

1-03. Identify (by docket number) each acquisition/sale case before the Tennessee Public Utility Commission (“TPUC” or “Commission”) involving Limestone Water Utility Operating Company, LLC, in which Mr. Kaml has provided written or oral testimony.

RESPONSE:

Although Limestone should have a list of its own dockets filed in Tennessee and can check to see which dockets Mr. Kaml was involved, See Exhibit CDK-1 to the Kaml Direct Testimony filed in this docket on September 10, 2026.

1-04. Identify (by docket number) each acquisition/sale case before the Commission involving companies other than Limestone Water Utility Operating Company, LLC, in which Mr. Kaml has provided written or oral testimony.

RESPONSE:

See Exhibit CDK-1 to the Kaml Direct Testimony filed in this docket on September 10, 2026.

1-05. Mr. Kaml contends that Limestone Water’s claim of capability to operate the Saulsbury system at issue in this case “rests entirely on Limestone’s affiliation with CSWR, not on any resource, contract, or right that Limestone itself holds or can enforce.” Identify all facts relied on for that conclusion.

RESPONSE:

The Consumer Advocate objects to this request to the extent it requires a regurgitation of the record in this and other dockets. The request is burdensome and the information is readily and publicly available. Mr. Kaml filed pre-filed testimony in this docket on September 10, 2026. Notwithstanding the objection, the Consumer Advocate responds as follows that supporting facts include:

- a) **The Joint Application states that Limestone possesses technical, managerial, and financial capability through its affiliation with CSWR;**
- b) **Limestone has no employees and relies on CSWR, affiliates, and contractors for management, technical expertise, financing, administrative services, and day-to-day operations;**
- c) **The organization chart places resources and decision-making outside Limestone and does not identify the roles, ownership percentages, or enforceable obligations of the affiliates;**
- d) **The record does not contain enforceable agreements or guarantees giving Limestone control of the personnel, financing, and other resources on which it relies;**
- e) **Limestone states that US Water has no formal business relationship with Limestone Operating or Limestone Holding other than being the ultimate parent; and**
- f) **The only financing assurance is that CSWR is 'confident' US Water will continue to invest and that some funds will be available for additional investments in Limestone.**

See Mr. Kaml's Direct Testimony at 4:22-5:18, 17:3-25, 19:11-21:2, 21:3-23:23, and 29:4-32:19; Joint Application at 6 and 8 and Ex. 5; Exhibits CDK-2 and CDK-3.

1-06. At page 6 of his pre-filed testimony in this case, beginning at line 7, Mr. Kaml states “the Consumer Advocate has more experience reviewing Limestone’s petitions and operations. The review in this Docket builds on issues that have been raised in other dockets[.]” For each such issue that was raised in other dockets, identify the docket number and document(s) (including page and line numbers) where such issue was raised.

RESPONSE:

The Consumer Advocate objects to this request to the extent it requires a regurgitation of the record in this and other dockets going back to Docket 19-00035. Limestone has been a party in each docket it has initiated. The request is burdensome and the information is readily and publicly available for Limestone to review. Mr. Kaml filed pre-filed testimony in this docket on September 10, 2026. Notwithstanding the objection, Mr. Kaml's statement

at page 6, line 7, of his pre-filed testimony indicates the growing familiarity with Limestone and its acquisition and operating practices. A review of his pre-filed testimony filed on September 10, 2026, provides greater context for the statement cited in the Company's discovery request.

1-07. In the Order Setting Utility Rates and the Amended Order Implementing Phase Two of the General Rate Increase Approve in the 2025 Rate Case Order Setting Utility Rates issued in Commission Docket No. 24-00044, identify each instance where the Commission expressed concern about:

- a. Limestone Water's lack of transparency.
- b. Limestone Water's corporate structure and/or financing arrangements.
- c. Limestone Water's ability to fulfill its obligation to serve customers.
- d. Difficulty in obtaining sufficient information regarding Limestone Water's operations and costs.
- e. Limestone Water's use of contract services to provide services related to the operation of its facilities.

RESPONSE:

The Consumer Advocate objects to this request to the extent it requires a regurgitation of the record in other dockets. Limestone was a party to the rate case in Docket 24-00044. The discovery request specifically requires the Consumer Advocate to review and research the Company's most recent rate case order and to provide citations. The rate case order(s) in TPUC Docket No. 24-00044 is publicly available, and the Company can conduct its own review and research. The request is burdensome and the information is readily and publicly available.

1-08. Confirm or deny that the excerpt from Chairman Jones's Motion on the Merits of the Case filed in Docket No. 24-00044, which is quoted in Mr. Kaml's pre-filed testimony at page

7, beginning at line 7, relates only to Limestone Water's request for a flow-through charge for purchased water. If you deny, please provide an explanation.

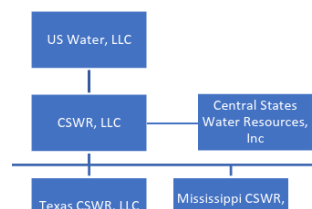
RESPONSE:

Deny. The quoted excerpt in Mr. Kaml's testimony addresses the absence of specific commercial wastewater rates, the inability to determine impacts on individual commercial customers from Limestone's billing data, and the direction to file system-specific commercial wastewater rates. There is no discussion of flow-through only charge for purchased water.

1-09. Please explain the meaning of the statement at page 9 of Mr. Kaml's pre-filed testimony, beginning at line 17, that "Central States and CSWR are parallel, without Central States having a direct relationship to affiliates in the US Water organization."

RESPONSE:

Objection. Mr. Kaml filed pre-filed direct testimony that addresses this issue and it is available to the Company. Notwithstanding the objection, the statement cited in the discovery request describes the ownership chart in the record, *Petition*, Exhibit 5. Central States Water Resources, Inc. and CSWR, LLC are separately organized affiliates. The disclosed chart did not show Central States Water as an owner in the chain connecting US Water or CSWR. Below is a screenshot of Exhibit 5 showing the location of Central States Water Resources, Inc. and CSWR, LLC



At the same time, Central States is described as managing CSWR and plays a direct role in the proposed transaction, including serving as buyer under the Sale Agreement and assignor of the contract rights to Limestone. See Kaml Direct Testimony at 9:13-18, pp. 22-23, and Exhibits CDK-2 and CDK-6.

1-10. Mr. Kaml has testified that the CAD “could not identify any evidence in the present record establishing that the System is distressed.” Is it Mr. Kaml’s or the CAD’s position that Tennessee law applicable to utility system acquisitions requires the Commission to determine a system to be acquired is “distressed” before the Commission can approve a proposed acquisition? Provide all facts and information relied on for the response to the preceding question.

RESPONSE:

Objection, to the extent this request requires Mr. Kaml to express a legal opinion. Notwithstanding the objection, whether a system is distressed is a factor in whether a public utility may obtain an acquisition adjustment pursuant to Commission Rule 1220-04-14-.04(2)(c)&(d). Also, it should be noted that the Consumer Advocate asked about any “ public health or safety and health concerns with the water provided by Grand Junction and served to Saulsbury system customers” in its DR No. 2-14. Limestone’s response is as follows:

A review of water quality data, violations, and enforcement history for the Grand Junction drinking water system shows no recent health or safety concerns with water quality. The most recent violations occurred in 2015 and were monitoring violations rather than health-based violations, and the most recent health-based violation occurred in 1985 and is not considered an ongoing issue.

1-11. At page 13 of his pre-filed testimony, beginning at line 18, Mr. Kaml states “the Consumer Advocate does not view that relationship [between CSWR and Limestone Water] as a

benefit supporting the transaction.” Identify in each previous acquisition docket before the Commission involving Limestone Water where the Consumer Advocate expressed concern regarding the relationship between CSWR and Limestone Water as not beneficial to the proposed acquisition transaction. For each docket identified in the response to the preceding request, identify each instance (document, page and line numbers) where the Consumer Advocate indicates or expresses its concern.

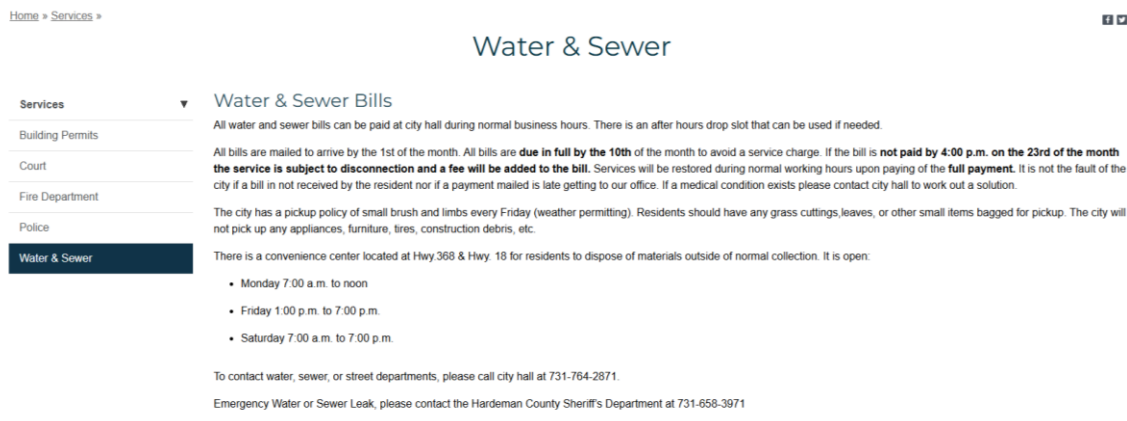
RESPONSE:

The Consumer Advocate objects to this request to the extent it requires a regurgitation of the record in this and other dockets. Limestone was a party to each docket this request addresses. The request is burdensome and the information is readily and publicly available. Mr. Kaml filed pre-filed testimony in this docket on September 10, 2026, which addresses his opinion on the issue.

1-12. At page 14 of his pre-filed testimony in this case, at footnote 33, there is a link that Mr. Kaml claims shows Grand Junction offers “a 24-hour emergency water or sewer leak phone number.” Please provide a screenshot of the document accessible at that link that supports Mr. Kaml’s claim.

RESPONSE:

Objection. Grand Junction’s website is publicly available. Notwithstanding the objection, below is a screenshot from August 11, 2026:¹



1-13. At page 17 of his pre-filed testimony (beginning at line 18), Mr. Kaml states that “[c]orporate structure is a critical component in utility regulation due to the obligation to serve.” Please identify each previous acquisition case before the Commission involving Limestone Water where Mr. Kaml or the Consumer Advocate argued that Limestone Water’s corporate structure was a concern or a reason for denying its application to acquire a water or wastewater system. For each case identified in response to the previous request, please provide the docket number and identify each document (page and line numbers) where Mr. Kaml’s or the Consumer Advocate expressed such positions.

RESPONSE:

The Consumer Advocate objects to this request to the extent it requires a regurgitation of the record in this and other dockets. Limestone was a party to each docket this request addresses. The request is burdensome, requires the Consumer Advocate to engage in research on behalf of the Company, and the information is readily and publicly available.

¹ <https://www.grandjunctiontn.org/pview.aspx?id=801&catid=977>

1-14. Identify each previous acquisition case before the Commission involving Limestone Water where the Company failed to disclose to the Commission that operations and maintenance activities for the system the Company proposed to acquire would be performed by a third-party contractor.

RESPONSE:

Objection. The Consumer Advocate has not made such a claim. Notwithstanding the objection, it is the Consumer Advocate's belief that Limestone is entirely dependent upon corporate affiliates and third party contractors since it has no employees itself.

1-15. Identify each previous acquisition case before the Commission involving Limestone Water where the Consumer Advocate contended the Company lacks the technical, managerial, and financial capability to own and operate the system(s) at issue in the case. For each case identified in response to the previous request, provide the docket number and identify each document (page and line numbers) where the Consumer Advocate expressed that contention.

RESPONSE:

The Consumer Advocate objects to this request to the extent it requires a regurgitation of the record in this and other dockets. Limestone was a party to each docket this request addresses. The request is burdensome, requires the Consumer Advocate to engage in research on behalf of the Company, and the information is readily and publicly available.

1-16. At page 26 of his pre-filed testimony, line 2, Mr. Kaml states "[t]his is similar to the ownership identified by the Missouri Public Service Commission." In support of that statement, Mr. Kaml cites a document identified in footnote 51.

- a. Confirm or deny the document identified in footnote 51 is a motion filed by the Missouri Office of the Public Counsel and not an order or other document issued by the Missouri Public Service Commission. If you deny, please provide an explanation.
- b. Identify and provide a copy of any order or other document issued by the Missouri Public Service Commission that states Central States Water Resources, Inc., or CSWR, LLC, are owned by Sciens Capital Management, LLC.

RESPONSE:

- a. **Deny.** The reference in footnote 51 made explicit reference to the Missouri Public Service Commission's *Order Granting Motion for Production*. The footnote goes on to inadvertently refer to the same document as a *Motion* when it should have said *Order*. Footnote 51 goes on to reference CDK-5 which contains a copy of the Missouri's *Order Granting Motion for Production*, which was attached to Mr. Kaml's testimony filed on September 10, 2026. Corrected pre-filed testimony editing the typographical error will be filed with the Commission.
- b. **Objection.** A copy of the Missouri Public Service Commission's *Order Granting Motion for Production* was provided to the Company already and is publicly available on the TPUC docket website. See CDK-5 which was attached to Mr. Kaml's testimony filed on September 10, 2026.

1-17. Identify each Tennessee utility regulated by the Commission that has “an enforceable financial commitment” from its equity investor(s) for future investment in the utility’s operations.

RESPONSE:

The Consumer Advocate objects to this request to the extent it requires a regurgitation of the record in this and other dockets. The scope of this request would require the Consumer Advocate to systematically research every utility regulated by the Tennessee Public Utility Commission and attempt to determine whether the Commission has ever imposed “an enforceable financial commitment from its equity investor(s) for future investment in the utility’s operations.” The request is burdensome, requires the Consumer Advocate to engage in research on behalf of the Company, and the information is readily and publicly available.

1-18. Identify each acquisition case filed by Limestone Water before the Commission where the Consumer Advocate has argued the Company must be required to “identify the immediate and ultimate sources of capital, material financing terms, any guarantees or restrictions affecting Limestone, and the financial condition of the entities on which Limestone relies” as a requirement for obtaining Commission approval of the acquisition proposed in that case. For each case identified in response to the previous question, provide the docket number and identify each document where the Consumer Advocate expressed that requirement.

RESPONSE:

The Consumer Advocate objects to this request to the extent it requires a regurgitation of the record in this and other dockets. Limestone was a party to each docket that would be applicable to this request. The request is burdensome, requires the Consumer Advocate to engage in research on behalf of the Company, and the information is readily and publicly available. Mr. Kaml filed pre-filed testimony in this docket on September 10, 2026.

1-19. Describe Mr. Kaml’s understanding of the corporate governance structure and who or what group has decision making authority for the following entities:

- a. CSWR, LLC
- b. Limestone Water Utility Operating Company, LLC

RESPONSE:

The Consumer Advocate objects to this request to the extent it requires a regurgitation of the record in this and other dockets. The request is burdensome, requires the Consumer Advocate to engage in research on behalf of the Company, and the information is readily and publicly available. Notwithstanding the objection, Mr. Kaml filed pre-filed testimony in this docket on September 10, 2026. Mr. Kaml explicitly testified about his understanding of

the corporate structure and the lack of clarity in the corporate governance. See Kaml Direct Testimony at 17:3-25, 21:9-23, and 26:1-31:21; Exhibits CDK-2, CDK-3, and CDK-6.

1-20. Identify all other cases before the Commission in which Mr. Kaml or the Consumer Advocate has proposed an acquiring utility be required to demonstrate the “right to, and guarantee of . . . financial resources” from an affiliated entity. For each case identified in response to the previous question, provide the docket number and identify each document (page and line numbers) where the Consumer Advocate expressed such a requirement.

RESPONSE:

The Consumer Advocate objects to this request to the extent it requires a regurgitation of the record in this and other dockets. The dockets of the Commission are available to the public and Limestone. The request is burdensome, requires the Consumer Advocate to engage in research on behalf of the Company, and the information is readily and publicly available. Mr. Kaml filed pre-filed testimony in this docket on September 10, 2026. Notwithstanding the objection, it is the understanding of the Consumer Advocate that every acquisition docket requires the demonstration it has the financial capability to operate. Moreover, the Consumer Advocate has raised concerns with the Company’s corporate structure with the ability of Limestone to have access to the financing necessary to have safe and reliable utility service in Docket 25-00066 in Mr. Kaml’s testimony filed on November 6, 2025, at pages 13-17.

RESPECTFULLY SUBMITTED,



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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served via U.S. Mail, with a courtesy copy by electronic mail provided upon:

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This 1st day of October, 2026.



RYAN MCGEHEE
Assistant Attorney General